

**IN THE UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

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| JEFFREY HARRIS, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants. | 1:07-cv-09841-SHS |
| GARY CINOTTO, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants. | 1:07-cv-09900-SHS |
| BENJAMIN NATHANSON, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants. | 1:07-cv-10333-SHS |
| SAM COHEN, derivatively on behalf of Citigroup Inc., v. CITIGROUP INC., ET AL., Defendants. | 1:07-cv-10344-SHS |
| WALTER E. RYAN, JR., derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants. | 1:07-cv-11581-UA |

**[PROPOSED] ORDER CONSOLIDATING ALL RELATED SHAREHOLDER
DERIVATIVE ACTIONS AND APPOINTING A LEAD COUNSEL FOR PLAINTIFFS**

Upon consideration of the motions and supporting papers filed by Plaintiff Sam Cohen in
the above-captioned actions and for good cause shown,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted;
2. The Actions (as defined in the accompanying Memorandum of Law) and any
other actions are hereby consolidated into one action (hereinafter, the "Consolidated Action") for
all purposes, pursuant to Federal Rules of Civil Procedure 42. This Order (the "Order") shall

apply as specified to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or transferred to this Court and is consolidated with the Consolidated Action.

1. A Master File is hereby established for this proceeding. The Master File shall be No. 1:07-cv-09841. The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.

2. An original of this Order shall be filed by the Clerk in the Master File.

3. The Clerk shall mail a copy of this Order to counsel of record in the Consolidated Actions.

4. Every pleading filed in the Consolidated Action shall have the following caption:

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|----------------------------------|---|-----------------------------------|
| ----- | X | |
| | : | MASTER FILE No. 1:07-cv-09841-SHS |
| IN RE CITIGROUP INC. SHAREHOLDER | : | |
| DERIVATIVE LITIGATION | : | |
| | : | |
| | : | |
| ----- | X | |

5. This Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of the Consolidated Action.

6. When a case that arises out of the same subject matter of the Consolidated Action is hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall:

7. File a copy of this Order in the separate file for such action;

8. Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed or transferred case; and

9. Make the appropriate entry in the Master Docket for the Consolidated Action.

10. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems it appropriate to grant such application. Nothing in the foregoing shall be construed as a waiver of the defendants' right to object to consolidation of any subsequently-filed or transferred related action.

11. The law firm of Brower Piven, A Professional Corporation is hereby **APPOINTED** to serve as Plaintiff's Lead Counsel;

12. With the approval of the Court, Plaintiff's Lead Counsel shall assume and exercise the following powers and responsibilities:

- (a) to brief and argue motions;
- (b) to initiate and conduct discovery, including, without limitation, coordination of discovery with defendants' counsel, the preparation of written interrogatories, requests for admissions, and requests for production of documents;
- (c) to direct and coordinate the examination of witnesses in depositions;
- (d) to act as spokesperson at pretrial conferences;
- (e) to call and chair meetings with plaintiff's counsel as appropriate or necessary from time to time;
- (f) to initiate and conduct any settlement negotiations with counsel for defendants;
- (g) to provide general coordination of the activities of plaintiff's counsel and to delegate work responsibilities to selected counsel as may be required in such a manner as to

lead to the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive effort;

(h) to consult with and employ experts;

(i) to receive and review periodic time reports of all attorneys on behalf of plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs, and to determine and distribute plaintiff's attorneys' fees; and

(j) to perform such other duties as may be expressly authorized by further order of this Court.

13. With respect to scheduling and/or procedural matters, defendants' counsel may rely upon all agreements with Plaintiff's Lead Counsel.

14. No pleadings or other papers shall be filed or discovery conducted by any plaintiff on behalf Plaintiff except as directed or undertaken by Plaintiff's Lead Counsel.

15. Counsel in any related action that is consolidated with the Consolidated Action shall be bound by this organizational structure of plaintiffs' counsel.

IT IS SO ORDERED.

DATED: _____, 2008

THE HONORABLE SIDNEY H. STEIN
UNITED STATES DISTRICT JUDGE

